

# HERZOG CONTRACTING CORP.



March 7, 1997

600 S. RIVERSIDE RD  
P O BOX 1089  
ST JOSEPH, MO 64502  
PHONE (816) 233-9001  
FAX (816) 233-9881

WILLIAM E. HERZOG, PRESIDENT

RECORDATION No. 20592

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
12th and Constitution Avenue, N.W.  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of CFR 49, Parts 1000 to 1199, Part 1177, are two originals of a Memorandum of Lease Agreement dated March 5, 1997, as a primary document as defined in the Board's Rules for Recordation of Documents.

The names and addresses of the parties to the enclosed documents are:

Lessee: Western Railroad Cars, Inc.  
144 North Glendale Avenue, Suite 222  
Glendale, CA 91206

Lessor: Herzog Contracting Corp.  
P. O. Box 1089  
St. Joseph, MO 64502

The Memorandum of Lease Agreement covers the lease of thirty-one (31) cut down Thrall gondola railcars identified in Schedule A to the Memorandum of Lease Agreement. The railcars in Schedule A are identified by the existing reporting marks and numbers. We have also enclosed a check for \$2,248.00, payable to the Surface Transportation Board, for the required recording fee. Please return one stamped copy of the enclosed documents to the undersigned. If you have any questions or require additional information concerning this filing, contact the undersigned at (816) 233-9001.

Sincerely yours,  
HERZOG CONTRACTING CORP.

*James A. Frasher*  
James A. Frasher  
Vice President

Jaf/sa

Encl.

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

MAR 24 4 53 PM '97

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

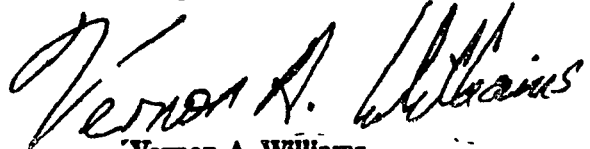
3/24/97

James A. Frasher  
Vice President  
Herzog Contracting Corporation  
600 S Riverside Road  
P. O. Box 1089  
St. Joseph, Missouri 64502

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/24/97 at 4:53PM, and assigned recordation number(s). 20597.

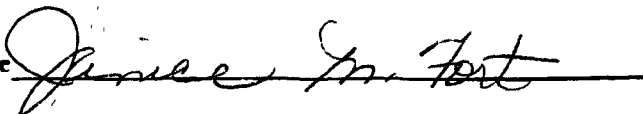
Sincerely yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

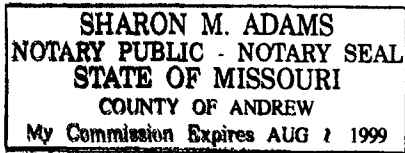
..... \$ 24.00 ..... The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

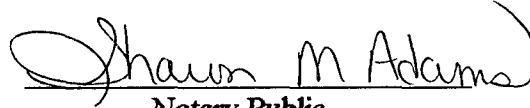
Signature



## CERTIFICATE

I hereby certify that I have compared this certified, true copy of the Memorandum of Lease Agreement of Railroad Equipment between Western Railroad Cars, Inc. and Herzog Contracting Corp. dated March 5, 1997 to the original of such Lease Agreement and that this copy is a true and correct copy in all respects.



  
Notary Public

(Seal)

My Commission Expires August 1, 1999

RECORDATION No 2059

Filed pursuant to the

**MEMORANDUM OF LEASE AGREEMENT**

**THIS MEMORANDUM OF LEASE AGREEMENT** is made and entered into as of March 5 th, 1997 by and between **WESTERN RAILROAD CARS, INC.**, a California Corporation (LESSEE) and **HERZOG CONTRACTING CORP.** a Missouri Corporation (LESSOR), with reference to the following

- 1 LESSOR has agreed to lease to LESSEE, and LESSEE has agreed to lease from LESSOR various railcars pursuant to Schedule A in the Lease Agreement Document identified as Number 125, dated March 5 th, 1997 between LESSOR and LESSEE
- 2 Pursuant to Exhibit A, LESSOR has agreed to lease, and LESSEE has agreed to lease the thirty one (31) J301 open top gondolas railcars bearing the existing reporting marks and numbers as indicated on Schedule A hereto attached, as more particularly described on the Lease Agreement Document, Number 125
3. The transaction shall be effective as of the execution date of the Lease Agreement Document Number 125, and subject to all terms and conditions therein.

**IN WITNESS WHEREOF**, the parties hereto have executed or caused this Memorandum of Lease Agreement, Document Number 125, to be executed as of the date first above written

**HERZOG CONTRACTING CORP.**  
**LESSEE**

BY: Jamie A. Frasier  
ITS: Vice President

**WESTERN RAILROAD CAR, INC**  
**LESSOR**

BY: [Signature]  
ITS: President

MAR 24 4 53 PM '97

RECEIVED  
SURFACE TRANSPORTATION  
BOARD